

WC 07-104

BINGHAM McCUTCHEN

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FILE STAMP & RETURN

May 11, 2007

FCC/MELLO" MAY 11 2007

Via Courier

Bingham McCutchen LLP
399 Park Avenue
New York, NY
10022-4689

212 705 7000
212 752 5378 fax

bingham.com

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of Comtel Telcom Assets LP,
Licensee, **and** Comtel Virginia LLC, Licensee, For Grant of Authority
Pursuant to Section **214** of the Communications Act of **1934**, **as** amended,
and Sections **63.04** and **63.24** of the Commission's Rules to Complete a
Transaction Resulting in a Change in Indirect Control

Dear Ms. Dortch:

Barton
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

On behalf of Comtel Telcom Assets LP and Comtel Virginia LLC (together, "Applicants"),
enclosed please find **an** original and six (6) copies of an application for Section 214
authority for the change in indirect control of Applicants. Pursuant to Section 63.04(b) of
the Commission's Rules, Applicants submit this filing **as** a combined international
section 214 transfer of control application and domestic section 214 transfer of control
application ("Combined Application").

Also enclosed is a completed Fee Remittance Form **159** containing a valid credit card
number and expiration date for payment, in the amount of **\$965.00**, to the Federal
Communications Commission, which satisfies the filing fee required for this Combined
Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are
simultaneously filing the Combined Application **with** the International Bureau through
the MyIBFS Filing System.

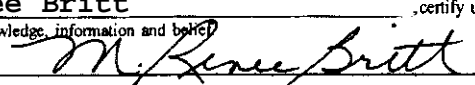
Please date-stamp the enclosed extra copy of this filing and return it in the envelope
provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang
Brett P. Ferencak

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by d i t card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO 1 c/o Brett Ferenchak			
(5) STREET ADDRESS LINE NO 2 3000 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Comtel Telcom Assets LP			
(14) STREET ADDRESS LINE NO 1 433 E. Las Colinas Blvd			
(15) STREET ADDRESS LINE NO 2 Suite 1300			
(16) CITY Irving		(17) STATE TX	(18) ZIP CODE 75039
(19) DAYTIME TELEPHONE NUMBER (include area code) 972-910-1900		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013-8387-01		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE 05/11/2007	

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY
Page No <u>2</u> of <u>2</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Comtel Virginia LLC		
(14) STREET ADDRESS LINE NO. 1 433 E. Las Colinas Blvd		
(15) STREET ADDRESS LINE NO. 2 Suite 1300		
(16) CITY Irving	(17) STATE TX	(18) ZIP CODE 75039
(19) DAYTIME TELEPHONE NUMBER (include area code) 972-910-1900	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0013-8403-50	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)	
Comtel Telcom Assets LP, Licensee,)	File No. ITC-T/C-2007 _____
and)	WC Docket No. 07-_____
Comtel Virginia LLC, Licensee,)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete a Transaction)	
Resulting in a Change in Indirect Control)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Comtel Telcom Assets LP (“Comtel”) and Comtel Virginia LLC (“Comtel-VA”) (together, “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended (“Communications Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission (“Commission”) approval or such authority required for an indirect change in control of nondominant carriers holding Commission authority to provide telecommunications services. As described in more detail below, the indirect change in control results from a minority investor acquiring a majority interest in and control of an upstream entity four levels above Applicants.

Although the proposed transaction will result in a change in the ultimate control of Applicants, no assignment of authorizations, assets, or customers will occur as a consequence of the proposed transaction. Applicants will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of Applicants.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic interstate authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants **and** their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market;¹ (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions), and; (3) none of the Applicants or their Affiliates is dominant ~~with~~ respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

¹ 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3)

C. Request for Expedited Consideration

For important business reasons, the general partner of the general partner of the fund ~~that~~ owns Applicants, Sowood Commodity ~~Partners~~ Fund III LP ("**Sowood** Fund III"), must make certain management changes to its structure by June 30, 2007. As part of these changes, only one of the three current members of the limited liability company that is the general partner of the limited partnership that is the general partner of Sowood Fund III will remain ~~as~~ an interest holder in such limited liability company and will become the managing member of the general partner that ultimately controls Applicants. In order for the transition to be completed by June 30, 2007, with all required federal approvals, Applicants request that the Commission complete its review process so that the Public Notices granting the approvals will be issued no later than June 22, 2007.²

In support of this Application, Applicants also provide the following information:

II. DESCRIPTION OF THE APPLICANTS

Comtel is a limited partnership organized under the laws of the State of Texas, and Comtel-VA is a limited liability company organized in the Commonwealth of Virginia. The principal office for both Applicants is located at 433 Las Colinas Blvd. E., Suite 1300, Irving, TX 75039. Comtel-VA is a wholly owned subsidiary of Comtel, which, in turn, is owned by (1) Comtel Assets Corp. as Comtel's primary limited partner (85.64% equity interest), (2) various current and former officers and employees of Comtel Assets Inc. as limited partners (collectively, 13.41% equity interest): and (3) Comtel Assets Inc. as Comtel's sole general

² In order to meet this goal, the Public Notice establishing a streamlined pleading cycle for the Domestic 214 Application would need to be issued by May 21, 2007 and the Public Notice accepting the International Section 214 Application for filing would need to be issued by June 1, 2007.

³ These limited partnership interests are held individually **or** through trusts or limited liability companies owned by such current and former officers and employees. No current or former officer **or** employee, however, individually owns or controls a 10% or greater interest in Comtel.

partner (0.95% equity interest). Comtel Assets Corp. is wholly owned by Sowood Fund III and Comtel Assets Inc. is majority owned by Sowood Fund III.⁴ Sowood Fund III's limited partner (99.8% equity interest) is Harvard Private Capital Holdings, Inc., a passive institutional investor that is wholly owned by the President and Fellows of Harvard College. The general partner (0.2% equity interest) of Sowood Fund III is Sowood Commodity Partners GP III LP ("Sowood GP III"). The general partner (1% equity interest) of Sowood GP III is Sowood GP III LLC, which is, in turn, owned by the following members: Mr. Jeff Larson (the managing member with a 45% equity interest), ~~Mr. Stuart~~ Porter (a member with a 45% equity interest) and Ms. Megan Kelleher (a member with a 10% equity interest) who are all U.S. citizens. As a result of these various ownership interests, the majority of the equity of Applicants is ultimately owned by the President & Fellows of Harvard College through the limited partnership interests of Sowood Fund III, while ultimate control of Applicants is held by Mr. Jeff Larson through the successive general partners of Sowood Fund III. For the Commission's convenience, pre- and post-change in control corporate structure charts are provided as Exhibit A.

Comtel completed the acquisition of substantially all of the assets of VarTec Telecom, Inc. and certain of its subsidiaries in June 2006 and continues to operate those assets. Comtel provides intrastate, interstate and international long distance throughout the United States, and Comtel-VA provides, either directly or indirectly through Comtel, intrastate, interstate and international long distance services in Virginia. Comtel is authorized provide local exchange and exchange access services in every state except Alaska, Hawaii, and Virginia. Comtel-VA is authorized to provide local exchange and exchange access services in Virginia.

⁴ Collectively, various current and former officers of Comtel Assets Inc. own a 12.59% interest in Comtel Assets Inc. individually or through wholly-owned trusts or limited liability companies. No current or former officer, however, individually owns or controls a 10% or greater interest in Comtel Assets Inc.

III. DESCRIPTION OF THE CHANGE IN CONTROL

The change in control ~~is~~ the result of certain management changes being made to Sowood's private equity funds, which include Sowood Fund III, and their successive general partners. As part of the change, two of the three members, including the current managing member, of Sowood GP III LLC will leave the limited liability company so that the sole remaining member will be Mr. Stuart Porter. (In addition, the name of the entity will be changed to Denham GP III LLC.) As a result of these changes, Mr. Stuart Porter ultimately will control (subject to certain protections for minority equity holders) the successive general partner interests of Sowood Fund III and, therefore, Applicants. Those private equity funds and general partners will be renamed "Denham." The limited partnership interests of Sowood Fund III, however, will not change. For the Commission's convenience, pre- and post-change in control corporate structure charts are provided ~~as~~ Exhibit A.

Following the change in control, Applicants will continue to offer service with no change in the rates or terms and conditions of service resulting from the change in control. Further, Applicants will continue to provide service to their customers under the same names, and will continue to be led by an experienced management team. Therefore, the change in control of Applicants will be seamless and transparent to consumers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction will serve the public interest. The proposed structural and management changes to the ultimate controlling investment entity will enable the investing entities to implement an improved business, financial, and management structure. Applicants will continue to provide high-quality telecommunications services to consumers. Further, Applicants

will not change their names or the rates, **terms** or conditions of service as a result of the change in ultimate control. The change in ultimate control, therefore, ~~will~~ be transparent to consumers.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants' owners require that the change in management structure resulting in the change in control be completed by June 30, 2007.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, 47 C.F.R. § 63.24(e)(3), the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Jeff Larson
500 Boylston Street, 17th Floor
Boston, MA 02116
(617) 603-3400

Transferee:

Stuart Porter
500 Boylston Street, 17th Floor
Boston, MA 02116
(617) 603-3400

Licensees:

Comtel Telcom Assets LP
Comtel Virginia LLC
433 Las Colinas Blvd. E.
Suite 1300
Irving, TX 75039
(972) 910-1900

FRN: 0013838701
FRN: 0013840350

(b) Jurisdiction of Organizations:

Transferor: Jeff Larson is a U.S. citizen.

Transferee: ~~Stuart~~ Porter is a U.S. citizen,

Licensees: Comtel is a limited partnership organized under the laws of the State of Texas, and Comtel-VA is a limited liability company organized in Virginia.

(c) (Answer to Question 10) Correspondence concerning **this** Application should be sent to:

For Applicants:

Catherine Wang
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferenchak@bingham.com

With copies to:

Paul Winters
Sowood Capital Management LP
500 Boylston Street, 17th Floor
Boston, MA 02116

(d) Section 214 Authorizations

Comtel and Comtel-VA hold blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01. Comtel also holds global resale and facilities-based Section 214 authority to provide international services pursuant to authority granted in FCC File Nos. ITC-214-19900713-00004 (old File No. ITC-90-152),⁵ ITC-214-19930330-00053 (old File No. ITC-93-145),⁶ ITC-214-19970415-00212

⁵ Comtel acquired this authorization from Excel Telecommunications, Inc. in FCC File No. ITC-ASG-2005-0804-00305. See Report No. TEL-00944, DA No. 05-2416 (rel. Sept. 8, 2005).

⁶ Comtel acquired this authorization from VarTec Telecorn, Inc. in FCC File No. ITC-ASG-2005-0804-00307. See Report No. TEL-00944, DA No. 05-2416 (rel. Sept. 8, 2005).

(old File No. ITC-97-227).⁷ To the extent Comtel-VA provides international services, it does so pursuant to the authorizations assigned to Comtel. See FCC File Nos. ITC-ASG-2005-0804-00305, ITC-ASG-2005-0804-00306, and ITC-ASG-2005-0804-00307.

(b) ***(Answer to Questions 11 & 12)*** The following entities directly or indirectly own or control 10 percent or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁸

- 1) The sole member of Comtel-VA, a limited liability company, is Comtel. Comtel is a limited partnership whose principal business is telecommunications. Comtel Assets Inc. ("Comtel Inc."), a Texas corporation, owns 0.95% of the equity of, and serves as the sole general partner of Comtel. Comtel Assets Corp. ("Comtel Corp."), a Delaware corporation, owns 85.64% of the **equity** as a limited partner of Comtel.⁹ The principal business of Comtel Corp. is corporate holding company and Comtel Corp. is located at the following address: c/o 500 Boylston Street, 17th Floor, Boston, MA 02116. The principal business of Comtel Inc. is general partner of Comtel and Comtel Inc. is located at the following address: 433 East Las Colinas Boulevard, Irving, TX 75039.
- 2) Comtel Corp. is 100% owned by Sowood Commodity Partners Fund III LP¹⁰ ("Sowood Fund III"), a Delaware limited partnership. Sowood Fund III also owns 87.41% of Comtel Inc.¹¹ The principal business of Sowood Fund III is investment company. Sowood Fund III is located at: c/o 500 Boylston Street, 17th Floor, Boston, MA 02116.

⁷ Comtel acquired this authorization from VarTec Solutions, Inc. in FCC File No. ITC-ASG-2005-0804-00306. See Report No. TEL-00944, DA No. 05-2416 (rel. Sept. 8, 2005).

⁸ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

⁹ Various current and former officers and employees of Comtel Inc. are also limited partners of Comtel and collectively own 13.41% of Comtel individually or through wholly-owned trusts or limited liability companies. None of the current or former officers or employees, however, individually owns 10% or more of Comtel.

¹⁰ Upon receipt of investor approvals, Sowood Commodity Partners Fund III LP will be renamed Denham Commodity Partners Fund III LP.

¹¹ Various current and former officers of Comtel Inc. are **also** shareholders of Comtel Inc. and collectively own 12.59% of Comtel Inc. individually or through wholly-owned **trusts** or limited liability companies. None of the current or former officers, however, individually owns 10% or more of Comtel Inc.

- 3) Sowood Commodity Partners GP III LP¹² ("Sowood GP III LP"), a Delaware limited partnership, is the sole general partner of Sowood Fund III, with a 0.2% equity interest and operating control. The principal business of Sowood GP III LP is corporate holding company and it is located at: c/o 500 Boylston Street, 17th Floor, Boston, MA 02116.

The remaining equity of Sowood Fund III is held by Harvard Private Capital Holdings ("HPCH"), a passive, institutional investor. HPCH's principal business is investment company. It is owned and controlled by the President and Fellows of Harvard College, a tax-exempt educational and research institution based in Cambridge, Massachusetts. The address of HPCH is: c/o Harvard Management Company, 600 Atlantic Avenue, Boston, MA 02210.

No other entity holds a 10 percent or greater direct or indirect equity interest in the Applicants.

- 4) The general partner of Sowood GP III LP, with a 1% interest and operating control, is Sowood GP III LLC,¹³ a Delaware limited liability company. The principal business of Sowood GP III LLC is management company. The address of Sowood GP III LLC is: 500 Boylston Street, 17th Floor, Boston, MA 02116

The limited partners of Sowood GP III LP are Jeff Larson (19%), Rick Dowd (5%), Stuart Porter (70%) and Megan Kelleher (5%), each of which is a U.S. citizen. The business address of each of these individuals is: c/o 500 Boylston Street, 17th Floor, Boston, MA 02116.

- 5) Currently, the sole managing member of Sowood GP III LLC is Jeff Larson (45% equity interest), a United States citizen, whose address is provided above. Sowood GP III LLC also has two non-managing members: Megan Kelleher (10% equity interest) and Stuart Porter (45% equity interest), both United States citizens. Their address is given above.

Upon completion of the transaction, the sole member of Sowood GP III LLC will be Stuart Porter.

Applicants do not have any interlocking directors with foreign carriers

- (i) **(Answer to Question 14)** Applicants are not foreign carriers, and are not affiliated with any foreign carriers.

¹² Upon receipt of investor approvals, Sowood Commodity Partners GP III LP will be renamed Denham Commodity Partners GP III LP.

¹³ Upon receipt of investor approvals, Sowood GP III LLC will be renamed Denham GP III LLC.

- (j) **(Answer to Question 15)** Applicants certify that they do not seek to provide international telecommunications services to any destination country for which any of the statements set forth in Section 63.18(j)(1)-(4) of the Commission's Rules is true.
- (k) Not applicable.
- (l) Not applicable
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. **INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(b) of the Commission rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission rules:

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) Comtel provides intrastate, interstate and international long distance services throughout the United States, and Comtel-VA provides, either directly or indirectly through Comtel, intrastate, interstate and international long distance services in Virginia. In addition, Comtel is authorized to provide local exchange and exchange access services in every state except Alaska, Hawaii, and Virginia. Comtel-VA is authorized to provide local exchange and exchange access services in Virginia.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections **63.03** of the Commission's Rules, **47 C.F.R. §63.03**. In particular, with respect to domestic authority, **this** Application is eligible for streamlined processing pursuant to Section **63.03(b)(2)(i)** because, immediately following the transaction, (1) Applicants and their affiliates (**as** defined in Section **3(1)** of **the** Communications Act – ("Affiliates")) combined will hold **less than** a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9) By this Application, Applicants **seek** authority with respect to both international and domestic Section **214** authorizations (this Application is being separately and concurrently filed with respect to **both** types of authorities in compliance with Commission Rule **63.04(b)**, **47 C.F.R. § 63.04(b)**). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Not applicable.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of **the** application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the change in control of Comtel and Comtel-VA. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction by June 30, 2007.

Respectfully submitted,



Catherine Wang
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) **373-6001** (Fax)
catherine.wang@bingham.com
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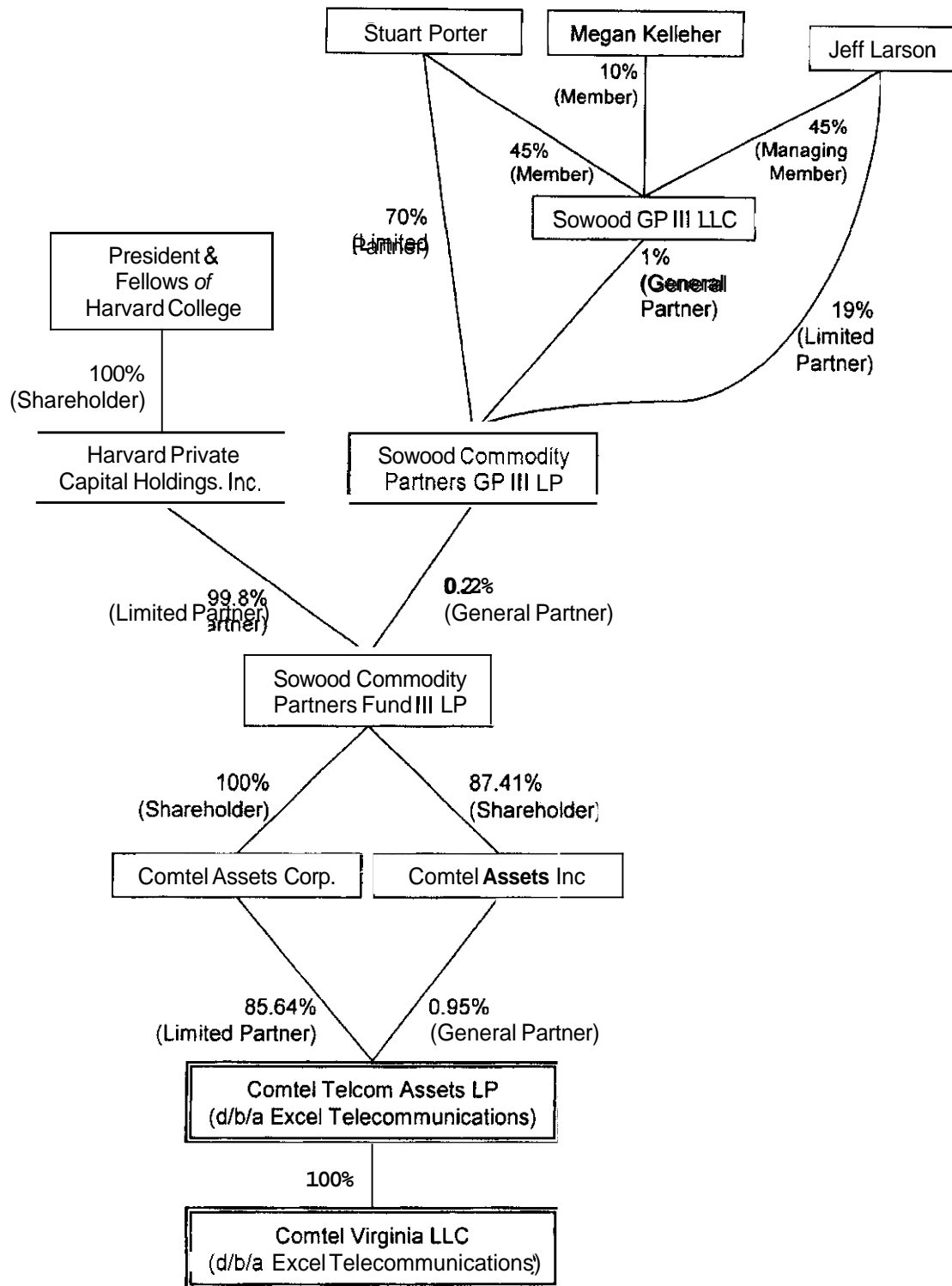
Counsel for Applicants

Dated: May 11, 2007

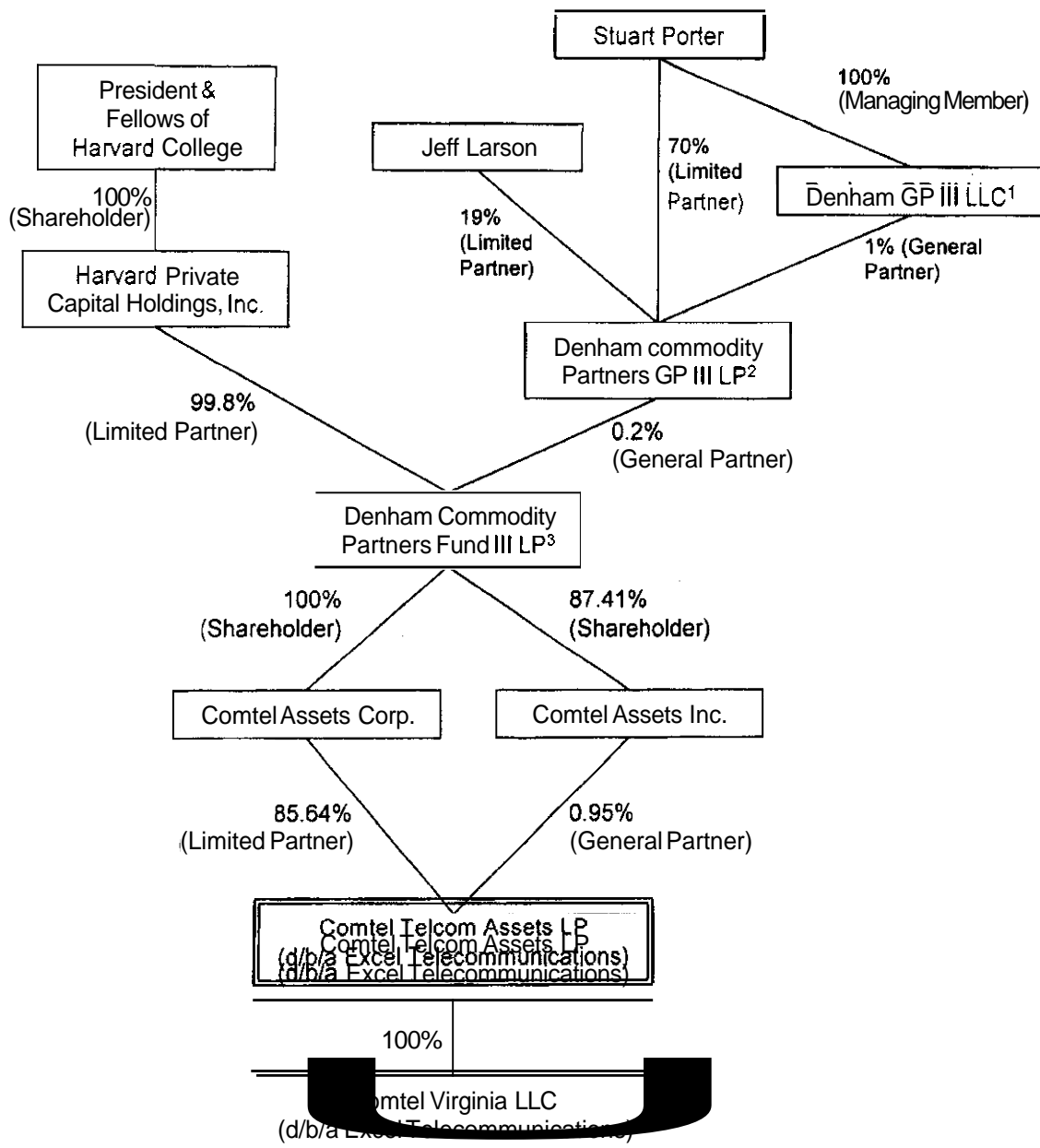
Exhibit A

Pre- and Post-Change in Control Corporate Structure Chart

Change in Control e Structure



Post in Control Corporate Structure



¹ "Sowood GP III LLC" will change its name to "Denham GP III LLC."

² "Sowood Commodity Partners GP III L P will change its name to "Denham Commodity Partners GP III LP."

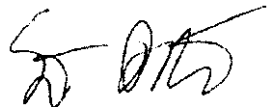
³ "Sowood Commodity Partners Fund III L P will change its name to "Denham Commodity Partners Fund III LP."

Verifications

STATE OF Massachusetts §
 §
COUNTY OF Suffolk §

VERIFICATION

I, Stuart Porter, state that I am a Managing Partner of Sowood Commodity Partners GP III LP, the general partner of Sowood Commodity Partners Fund III LP ("Sowood Fund III"); that I am authorized to make this Verification on behalf of Sowood Fund III; and that the contents of the foregoing filing are true and correct to the best of my knowledge, information, and belief.



Stuart Porter
Title: Managing Partner
Sowood Commodity Partners GP III LP

Sworn and subscribed before me this 11th day of May, 2007.



JEMIMAH JANE CHILDS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
September 21, 2012



Notary Public

My commission expires September 21, 2012